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9-033A016

**Istel Rail Corporation**

55 Francisco Street
San Francisco, California 94133
(415) 984-4000
(415) 781-1035 Fax

February 2, 1989

FEB 2 1989 11 05 AM

INTERSTATE COMMERCE COMMISSION

FEB 2 1989 11 05 AM

Hon. Noreta R. McGee
Secretary

Interstate Commerce Commission
Washington, DC 20423

FEB 2 1989 11 05 AM

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

- Re: 1) Notice of Name Change - 15064-J
2) Assignment and Assumption Agreement 15064-K
3) Assignment and Assumption Agreement Concerning Lease Assignment 15064-L

Dear Ms. McGee:

\$39.00 filing fees

On behalf of Istel Rail Holdings Corporation, the above instruments, in executed counterparts, are hereby submitted for filing and recording pursuant to 49 U.S.C. Section 11303(a), along with the \$39 recordation fee.

Please record the above-captioned instruments under the Lease Assignment dated as of September 30, 1986, between Istel Rail Holdings Corporation, as successor to Istel Rail Corporation by name change, and Heller Financial, Inc., which was filed with the ICC on October 7, 1986, under Recordation No. 15064.

The parties to the aforementioned Notice of Name Change are listed below:

Istel Rail Corporation (For indexing, in position
55 Francisco Street of "Assignor")
San Francisco, California 94133

Istel Rail Holdings Corporation (For indexing, in
55 Francisco Street position of "Assignee")
San Francisco, California 94133

The purpose of this Notice is to make known as a matter of public record the corporate name change of Istel Rail Corporation to Istel Rail Holdings Corporation.

The parties to the aforementioned Assignment and Assumption Agreement are listed below:

Istel Rail Holdings Corporation (Assignor)
55 Francisco Street
San Francisco, California 94133

15064-L next page

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Page Two

Itel Rail Corporation (Assignee, a Delaware corporation
55 Francisco Street incorporated in February 1989)
San Francisco, California 94133

This Assignment assigns to Assignee all of Assignor's right, title and interest in and to all lease agreements for the lease of railroad rolling stock under which Assignor is the lessor, including the lease agreements under the instant Lease Assignment.

15064-L The parties to the aforementioned Assignment and Assumption Agreement Concerning Lease Assignment are listed below:

Itel Rail Holdings Corporation (Assignor)
55 Francisco Street
San Francisco, California 94133

Itel Rail Corporation (Assignee, a Delaware corporation
55 Francisco Street incorporated in February 1989)
San Francisco, California 94133

This Assignment covers the leases and equipment set forth in the schedules to the Lease Assignment.

Please return to the undersigned the stamped counterparts not required for filing purposes, together with the ICC fee receipt and acknowledgment letter.

Very truly yours,

Patricia Schumacker

Patricia Schumacker
Legal Assistant

Interstate Commerce Commission
Washington, D.C. 20423

2/2/89

OFFICE OF THE SECRETARY

Patricia Schumacker

Legal Assistant

Itel Rail Corporation

55 Francisco Street

San Francisco, Calif. 94133

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/2/89 at 11:05am, and assigned recordation number(s). 16185,16186 15063-R & 15063-S

15064-J

Sincerely yours,

15064-K 15064-L

Nanta R. McGee

Secretary

Enclosure(s)

15064-J

RECORDATION NO. 15064-J FILE NO.

FEB 2 1989 11 21 AM

INTERSTATE COMMERCE COMMISSION

NOTICE OF NAME CHANGE

This shall serve as notice that Itel Rail Corporation, a Delaware corporation, has changed its name effective as of February 2, 1989, to Itel Rail Holdings Corporation. Itel Rail Holdings Corporation is a Delaware corporation with its principal place of business at 55 Francisco Street, San Francisco, California 94133.

ITEL RAIL HOLDINGS CORPORATION

By Robert Kiehnlé
Robert C. Kiehnlé

Title Vice President-Finance

Date January 16, 1989

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

On this 16th day of January, 1989, before me personally appeared Robert C. Kiehnlé, to me personally known, who being by me duly sworn says that he is Vice President-Finance Itel Rail Holdings Corporation, that the foregoing Notice of Name Change was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Patricia Schumacker
Notary Public